

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of Texas
(State)Case number (if known): _____ Chapter 11☐ Check if this is an amended filingOfficial Form 201Voluntary Petition for Non-Individuals Filing for
Bankruptcy

02/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's Name Sheridan Holding Company I, LLC2. All other names debtor used
in the last 8 yearsN/AInclude any assumed names,
trade names, and *doing
business as* names3. Debtor's federal Employer
Identification Number (EIN)42-1727648

4. Debtor's address

Principal place of business

Mailing address, if different from principal place
of business1360 Post Oak Blvd.

Number Street

Suite 2500HoustonTX77056

City

State

Zip Code

P.O. Box

City

State

Zip Code

Location of principal assets, if different from
principal place of businessHarris County

County

Number

Street

City

State

Zip Code

5. Debtor's website (URL)

www.sheridanproduction.com

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))☐ Partnership (excluding LLP)☐ Other. Specify: _____

Debtor Sheridan Holding Company I, LLC
Name

Case number (if known) _____

7. Describe debtor's business**A. Check One:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes> .
2111 (Oil and Gas Extraction)

8. Under which chapter of the Bankruptcy Code is the debtor filing?**Check One:**

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. **Check all that apply:**

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a small business as defined in 11 U.S.C. § 101(51D), and it chooses to proceed under Subchapter V of Chapter 11.
- ☒ A plan is being filed with this petition.
- ☒ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☒ No☐ Yes.District _____ When MM/DD/YYYY Case number _____

If more than 2 cases, attach a separate list.

District _____ When MM/DD/YYYY Case number _____**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?**☐ No☒ Yes.Debtor See Rider 1 Relationship Affiliate

List all cases. If more than 1, attach a separate list.

District Southern District of Texas When 03/23/2020

Case number, if known _____ MM / DD / YYYY

Debtor Sheridan Holding Company I, LLC
Name

Case number (if known) _____

11. Why is the case filed in this district?*Check all that apply:*

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property?

Number	Street		

City	State	Zip Code	
_____	_____	_____	

Is the property insured?

- ☐ No
- ☐ Yes. Insurance agency _____
Contact name _____
Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds***Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|----------------------------------|---|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input checked="" type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets¹

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

¹ Estimated assets reflect the latest available, unaudited information and are based on the debtor's book values. For information regarding valuation of this debtor and its debtor affiliates, see Exhibit E to the *Disclosure Statement Relating to the Debtors' Joint Prepackaged Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code*, filed contemporaneously herewith.

Debtor Sheridan Holding Company I, LLC
Name

Case number (if known) _____

16. Estimated liabilities

<input type="checkbox"/> \$0-\$50,000	<input type="checkbox"/> \$1,000,001-\$10 million	<input checked="" type="checkbox"/> \$500,000,001-\$1 billion
<input type="checkbox"/> \$50,001-\$100,000	<input type="checkbox"/> \$10,000,001-\$50 million	<input type="checkbox"/> \$1,000,000,001-\$10 billion
<input type="checkbox"/> \$100,001-\$500,000	<input type="checkbox"/> \$50,000,001-\$100 million	<input type="checkbox"/> \$10,000,000,001-\$50 billion
<input type="checkbox"/> \$500,001-\$1 million	<input type="checkbox"/> \$100,000,001-\$500 million	<input type="checkbox"/> More than \$50 billion

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 03/23/2020
MM/ DD / YYYY

✕

/s/ Lisa A. Stewart

Signature of authorized representative of debtor

Lisa A. Stewart

Printed name

Title Authorized Signatory**18. Signature of attorney**

✕

/s/ Matthew D. Cavanaugh

Signature of attorney for debtor

Date

03/23/2020

MM/DD/YYYY

Matthew D. Cavanaugh

Printed name

Jackson Walker L.L.P

Firm name

1401 McKinney Street, Suite 1900

Number

Street

Houston

City

Texas

State

77010

ZIP Code

(713) 752-4200

Contact phone

mcavanaugh@jw.com

Email address

24062656

Bar number

Texas

State

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of Texas

(State)

Case number (if known): _____

Chapter 11☐ Check if this is an amended filing**Rider 1****Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor**

On the date hereof, each of the entities listed below (collectively, the “Debtors”) filed a petition in the United States Bankruptcy Court for the Southern District of Texas for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of Sheridan Holding Company I, LLC.

- Sheridan Holding Company I, LLC
- Sheridan Investment Partners I, LLC
- Sheridan Production Partners I, LLC
- Sheridan Production Partners I-A, L.P.
- Sheridan Production Partners I-B, L.P.
- Sheridan Production Partners I-M, L.P.
- SPP I-B GP, LLC

On September 15, 2019, each of the entities listed below (collectively, the “Non-Debtor Affiliates”) filed a petition in the United States Bankruptcy Court for the Southern District of Texas for relief under chapter 11 of title 11 of the United States Code.

- Sheridan Holding Company II, LLC
- Sheridan Investment Partners II GP, LLC
- Sheridan Investment Partners II, L.P.
- Sheridan Production Partners II, LLC
- Sheridan Production Partners II-A, L.P.
- Sheridan Production Partners II-B, L.P.
- Sheridan Production Partners II-M, L.P.
- SPP II-B GP, LLC
- SPP II-M GP, LLC

Fill in this information to identify the case:Debtor name Sheridan Holding Company I, LLC, et al.United States Bankruptcy Court for the: Southern District of Texas

Case number (If known): _____ (State)

☐ Check if this is an amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 50 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 50 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim		
					If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff [1]	Unsecured Claim
1	PUTATIVE CLASS OF OKLAHOMA ROYALTY HOLDERS	C/O BARBARA C. FRANKLAND SHARP BURTON 5301 WEST 75TH STREET PRAIRIE VILLAGE, KANSAS 66208 BARBARA@SHARPBARTON.COM C/O CHARLES RUBIO DIAMOND MCCARTHY LLP 295 MADISON AVENUE, 27TH FLOOR NEW YORK, NY 10017 CRUBIO@DIAMONDMCCARTHY.COM	LITIGATION	CUD			UNDETERMINED
2	TEAL ROYALTIES LLC PO BOX 660082 DALLAS, TX 75266-0082	p: (972) 720-1888	SUSPENDED FUNDS				\$164,886
3	OLEDA FLUD DECEASED 706 W KIOWA LINDSAY, OK 73052		SUSPENDED FUNDS				\$120,571
4	WESTLANDS RESOURCES CORP 17 WILMONT MEWS, 5TH FLOOR WESTCHESTER, PA 19382	ATTN: JAMES A. TRESS, JR., PRESIDENT/CEO p: (610) 429-0181	SUSPENDED FUNDS				\$112,339
5	JUNE AND OTTO YOUNG AS JT 35517 STATE HIGHWAY 194 LA JUNTA, CO 81050	p: (719) 384-4147	SUSPENDED FUNDS				\$103,928
6	ANNE C SCHOELLKOPF DEPARTMENT OF THE TREASURY INTERNAL REVENUE SERVICE CINCINNATI, OH 45999		SUSPENDED FUNDS				\$102,745

¹ The Debtors reserve the right to assert setoff and other rights with respect to any of the claims listed herein.

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim		
					If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff [1]	Unsecured Claim
7	OCCIDENTAL OIL GAS CORP 10889 WILSHIRE BLVD LOS ANGELES, CA 90024-4201		SUSPENDED FUNDS				\$94,853
8	ANADARKO E&P ONSHORE LLC P O BOX 730875 DALLAS, TX 75373-0875	p: (281) 874-1668 (832) 636-1000	SUSPENDED FUNDS				\$84,561
9	LEON SCHMIDT TEST TRUST 352 S MONROE LA GRANGE, TX 789452760		SUSPENDED FUNDS				\$72,220
10	HELEN L GEMMILL TRUST 1700 CARDINAL LANE KINGSBURG, CA 93631		SUSPENDED FUNDS				\$63,234
11	JUDY CONYERS MAYER 854 WHISPERING MEADOWS DR MANCHESTER, MO 63021	p: (636) 394-3926	SUSPENDED FUNDS				\$62,495
12	ESTATE OF ANNA K CODMAN C/O CODMAN & CODMAN PO BOX 1558 MANCHESTER, MA 01944-0863		SUSPENDED FUNDS				\$61,175
13	GEORGE D MONG UNKNOWN		SUSPENDED FUNDS				\$58,624
14	ESTATE OF SHEILAGH V AIRD 2462 WOKING CRESCENT MISSISSAUGA, ON ON L5K1Z7		SUSPENDED FUNDS				\$57,494
15	MERCHANT RESOURCES NO 1 L P 16800 GREENSPOINT PARK DRIVE SUITE S HOUSTON, TX 77060		SUSPENDED FUNDS				\$55,399
16	DIVERSIFIED OIL AND GAS PARTNERS PO BOX 572136 HOUSTON, TX 77257	p: (281) 610-3684	SUSPENDED FUNDS				\$52,997
17	RPR I LLC PO BOX 701 ABILENE, TX 79604		SUSPENDED FUNDS				\$49,773
18	DORIS BREWER HITCHCOCK 502 WEST FAWN CALDWELL, TX 778360000	p: (979) 567-4268	SUSPENDED FUNDS				\$48,182
19	EDWARD HILL BARKER 1935 CANYON CLOSE RD PASADENA, CA 911071061		SUSPENDED FUNDS				\$45,327
20	ANNIE P MCDONALD ESTATE ROUTE 2 LINDSAY, OK 73052		SUSPENDED FUNDS				\$42,684
21	MOODY OIL COMPANY3003 W ALABAMAHOUSTON, TX 77098	p: (713) 773-5537	SUSPENDED FUNDS				\$41,545
22	LBF HOLDINGS LLC PO BOX 966 ARDMORE, OK 73402-0966	p: (580) 211-8756	SUSPENDED FUNDS				\$40,928

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff [1]	Unsecured Claim
23	ALBERT A CHADWICK DECD UNION NATIONAL BANK CHARLOTTE, NC 28288		SUSPENDED FUNDS				\$40,237
24	EST OF QUINCY A SHAW H GUILD H MASON 431 HALE STREET PRIDES CROSSING, MA 19650		SUSPENDED FUNDS				\$38,216
25	JANE MOORE WILSON ACCOUNTS UNCLAIMED PROPERTY PO BOX 12019 CAPITAL STATION AUSTIN, TX 787112019		SUSPENDED FUNDS				\$36,930
26	ELVIRA BELLE ALLEN P O BOX 423 CRISTOVAL, TX 769350423		SUSPENDED FUNDS				\$36,865
27	BILLIE HANKS JR 1101 N BRYANT BLVD SAN ANGELO, TX 76903		SUSPENDED FUNDS				\$36,838
28	J T BELL ATTN: DIRECTOR OF HOUSEKEEPING 100 MEDICAL CENTER DR SLIDELL, LA 70461		SUSPENDED FUNDS				\$36,383
29	HENRY MCLAUGHLIN UNKNOWN		SUSPENDED FUNDS				\$34,723
30	E D ANDERSON PO BOX 710 CISCO, TX 76437		SUSPENDED FUNDS				\$34,003
31	MYRA JUNE ATKINS 23409 TRES CORONAS RD SPICEWOOD, TX 78669	p: (512) 750-1511	SUSPENDED FUNDS				\$32,672
32	THOMAS J SMEJKAL TRUST 4921 PARK DR, #D HOUSTON, TX 77023	p: (713) 923-8534	SUSPENDED FUNDS				\$30,992
33	MARIAN N HARWELL 112 EAST PECAN STE 500 SAN ANTONIO, TX 78205-0000		SUSPENDED FUNDS				\$29,196
34	WILLA P BOWLIN 136 LOUISIANA N E ALBUQUERQUE, NM 87108-2055		SUSPENDED FUNDS				\$29,169
35	VERNER M SIMONSEN ESTATE 4707 SANTA BARBARA BLVD APT B1 CAPE CORAL, FL 33914-8390		SUSPENDED FUNDS				\$28,707
36	JOHN ROBERT TUBB 4925 BROWNFIELD RD LUBBOCK, TX 79407-2609		SUSPENDED FUNDS				\$28,093
37	INEZ REDMON 2832 PINE STREET APT 4 SAN FRANCISCO, CA 941150000		SUSPENDED FUNDS				\$27,982
38	STEPHEN G GIBSON 3016 MAIN ST LEMON GROVE, CA 919452426		SUSPENDED FUNDS				\$27,718

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim		
					If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff [1]	Unsecured Claim
39	FREDERICK H STROTHMANN 405 COUNTRY CLUB TER MIDWEST CITY, OK 73110-3934		SUSPENDED FUNDS				\$27,505
40	WESLEY STINGEL C/O LEE BERGMAN UNKNOWN		SUSPENDED FUNDS				\$27,467
41	ROBERT P KAPLAN C/O LEE BERGMAN UNKNOWN		SUSPENDED FUNDS				\$27,467
42	NORA FLIPPEN KRUEGER TRUS P O BOX 4415 BRYAN, TX 77805		SUSPENDED FUNDS				\$27,409
43	DONALD H HARSHMAN C/OUNKNOWN		SUSPENDED FUNDS				\$27,400
44	SOUTHWESTERN LIFE INSURANCE COMPANY PO BOX 2699 DALLAS, TX 75221		SUSPENDED FUNDS				\$27,367
45	E JEAN KEYSER 1629 GEORGE AVE WINDSOR, ON N8Y 2Y5		SUSPENDED FUNDS				\$27,110
46	EMILY COATES HAEMISEGGER PO BOX 2650 ALBANY, TX 76430		SUSPENDED FUNDS				\$26,663
47	GENEVIEVE LONG ACCOUNT UNCLAIMED PROPERTY PO BOX 12019 CAPITOL STATION AUSTIN, TX 787112019		SUSPENDED FUNDS				\$25,671
48	HORACE J DESPARS 4220 6TH AVE LOS ANGELES, CA 900084752		SUSPENDED FUNDS				\$25,642
49	QEP ENERGY COMPANY PO BOX 204028 DALLAS, TX 75320-4028	p: (801) 321-1301 f: (303) 294-9632	SUSPENDED FUNDS				\$25,443
50	SERRAH NICK STEWART 434 NW 19TH STREET MIAMI, FL 33136		SUSPENDED FUNDS				\$25,322

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

SHERIDAN HOLDING COMPANY I, LLC,

Debtor.

Chapter 11

Case No. 20-_____(____)

LIST OF EQUITY SECURITY HOLDERS²

Debtor	Equity Holders	Address of Equity Holder	Percentage of Equity Held
Sheridan Holding Company I, LLC	Sheridan Production Partners I-A, L.P.	1360 Post Oak Blvd., Suite 2500, Houston, TX 77056	10.92%
Sheridan Holding Company I, LLC	Sheridan Production Partners I-M, L.P.	1360 Post Oak Blvd., Suite 2500, Houston, TX 77056	89.08%

² This list serves as the disclosure required to be made by the debtor pursuant to rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed indicate the record holder of such equity as of the date of commencement of the chapter 11 case.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

Fill in this information to identify the case and this filing:	
Debtor Name	Sheridan Holding Company I, LLC
United States Bankruptcy Court for the:	Southern District of Texas
Case number (If known):	(State)

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)*
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- ☐ *Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- ☐ *Schedule H: Codebtors (Official Form 206H)*
- ☐ *Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- ☐ Amended Schedule
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- ☒ Other document that requires a declaration **List of Equity Security Holders and Corporate Ownership Statement**

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

03/23/2020
MM/ DD/YYYY

☒ /s/ **Lisa A. Stewart**

Signature of individual signing on behalf of debtor

Lisa A. Stewart

Printed name

Authorized Signatory

Position or relationship to debtor

SHERIDAN PRODUCTION PARTNERS MANAGER, LLC
SECRETARY'S CERTIFICATE

March 23, 2020

The undersigned, Cheryl S. Phillips, as Secretary of Sheridan Production Partners Manager, LLC (the "Company") hereby certifies as follows:

1. I am the duly qualified and elected Secretary of the Company and, as such, I am familiar with the facts herein certified and I am duly authorized to certify the same on behalf of the Company.
2. Attached hereto is a true, complete, and correct copied of the resolutions of the Series I Investment Committee of the Company, duly adopted at a properly convened meeting of the Series I Investment Committee on March 23, 2020.
3. Since their adoption and execution, the Resolutions have not been modified, rescinded, or amended and are in full force and effect as of the date hereof, and the Resolutions are the only resolutions adopted by the Series I Investment Committee relating to the authorization and ratification of all corporate actions taken in connection with the matters referred to therein.

[Signature page follows]

IN WITNESS WHEREOF, I have hereunto set my hand on behalf of the Company as of the date hereof.

Sheridan Production Partners Manager,
LLC, with respect to its Series I

By: _____

_____

Name: Cheryl S. Phillips

Title: Secretary

**RESOLUTIONS OF THE SERIES I INVESTMENT COMMITTEE
OF SHERIDAN PRODUCTION PARTNERS MANAGER LLC**

Dated as of March 23, 2020

After due deliberation, the members of the investment committee of Sheridan Production Partners Manager, LLC, a Delaware limited liability company (the “Manager”), in respect of its Series I (the “Series I Investment Committee”), the sole member of Sheridan Production Company, LLC, a Delaware limited liability company (“SPC”), and the manager of each of the entities set forth on **Schedule I** attached hereto (each a “Managed Entity,” and collectively, the “Managed Entities”) hereby takes the following actions and adopt the following resolutions (the “Resolutions”):

RESOLUTIONS

Chapter 11 Filing

WHEREAS, the Series I Investment Committee has considered presentations by the financial and legal advisors of each Managed Entity regarding the liabilities and liquidity situation of each Managed Entity, the strategic alternatives available to it, and the effect of the foregoing on each Managed Entity’s business; and

WHEREAS, the Series I Investment Committee has had the opportunity to consult with the financial and legal advisors of the Managed Entities and fully consider each of the strategic alternatives available to the Managed Entities.

NOW, THEREFORE, BE IT,

RESOLVED, that in the business judgment of the Series I Investment Committee, it is desirable and in the best interests of each Managed Entity (including a consideration of its creditors and other parties in interest) that each Managed Entity on Schedule I shall be, and hereby is, authorized to file, or cause to be filed, a voluntary petition for relief (the “Chapter 11 Case”) under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of Texas (the “Bankruptcy Court”) and any other petition for relief or recognition or other order that may be desirable under applicable law in the United States; and

RESOLVED, that the Chief Executive Officer, the Chief Investment Officer, the Chief Financial Officer, the Chief Operating Officer, the General Counsel, any Senior Vice President, any Vice President, or any other duly appointed officer of each Managed Entity (collectively,

the “Authorized Signatories”), acting alone or with one or more other Authorized Signatories be, and they hereby are, authorized, empowered and directed to execute and file on behalf of each Managed Entity all petitions, schedules, lists and other motions, papers, or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of each Managed Entity’s business;

Cash Collateral and Adequate Protection

WHEREAS, Sheridan Production Partners I-A, L.P. (“SPP I-A”) is party to that certain Second Amended and Restated Credit Agreement, dated as of April 20, 2010, providing access to a revolving credit facility with the lenders party thereto and Bank of America, N.A., as administrative agent (as may be amended from time to time, the “I-A Revolving Credit Facility”), Sheridan Production Partners I-M, L.P. (“SPP I-M”) is party to that certain Second Amended and Restated Credit Agreement, dated as of April 20, 2010, providing access to a revolving credit facility with the lenders party thereto and Bank of America, N.A., as administrative agent (as may be amended from time to time, the “I-M Revolving Credit Facility”), and Sheridan Investment Partners I, LLC (“SIP I”) is party to that certain Second Amended and Restated Credit Agreement, dated as of April 20, 2010, providing access to a revolving credit facility with the lenders party thereto and Bank of America, N.A., as administrative agent (as may be amended from time to time, the “SIP I Revolving Credit Facility” and together with the SPP I-A Revolving Credit Facility and the SPP I-M Revolving Credit Facility, the “Revolving Credit Facilities”); and

WHEREAS, SPP I-A is party to that certain Amended and Restated Senior Secured Term Loan Credit Agreement, dated as of October 1, 2012, providing access to a secured term loan facility with the lenders party thereto and Bank of America, N.A., as administrative agent (as may be amended from time to time, the “I-A Term Loan Facility”), SPP I-M is party to that certain Amended and Restated Senior Secured Term Loan Credit Agreement, dated as of October 1, 2012, providing access to a secured term loan facility with the lenders party thereto and Bank of America, N.A., as administrative agent (as may be amended from time to time, the “I-M Term Loan Facility”), and SIP I is party to that certain Amended and Restated Senior Secured Term Loan Credit Agreement, dated as of October 1, 2012, providing access to a secured term loan facility with the lenders party thereto and Bank of America, N.A., as administrative agent (as may be amended from time to time, the “SIP I Term Loan Facility” and together with the SPP I-A Term Loan Facility and the SPP I-M Term Loan Facility, the “Term Loan Facilities”).

NOW, THEREFORE, BE IT,

RESOLVED, that each Managed Entity will obtain benefits from the use of collateral, including cash collateral, as that term is defined in section 363(a) of the Bankruptcy Code (the “Cash Collateral”), which is security for certain prepetition secured lenders (collectively, the “Prepetition Secured Lenders”) under the Revolving Credit Facilities and the Term Loan Facilities.

RESOLVED, that in order to use and obtain the benefits of the Cash Collateral, and in accordance with section 363 of the Bankruptcy Code, each Managed Entity will provide certain liens, claims, and adequate protection to the Prepetition Secured Lenders (the “Adequate

Protection Obligations”) as documented in a proposed order in interim and final form, as applicable (the “Cash Collateral Order”) and submitted for approval to the Bankruptcy Court.

RESOLVED, that the form, terms, and provisions of the Cash Collateral Order to which each Managed Entity is or will be subject, and the actions and transactions contemplated thereby be, and hereby are authorized, adopted, and approved, and each of the Authorized Signatories of each Managed Entity be, and hereby is, authorized and empowered, in the name of and on behalf of each Managed Entity, to take such actions and negotiate or cause to be prepared and negotiated and to execute, deliver, perform, and cause the performance of, the Cash Collateral Order, and such other agreements, certificates, instruments, receipts, petitions, motions, or other papers or documents to which each Managed Entity is or will be a party, including, but not limited to, any security and pledge agreement or guaranty agreement (collectively with the Cash Collateral Order, the “Cash Collateral Documents”), incur and pay or cause to be paid all fees and expenses and engage such persons, in each case, in the form or substantially in the form thereof submitted to the Managed Entities, with such changes, additions, and modifications thereto as the officers of each Managed Entity executing the same shall approve, such approval to be conclusively evidenced by such officers’ execution and delivery thereof.

RESOLVED, that each Managed Entity, as a debtor and debtor in possession under the Bankruptcy Code be, and hereby is, authorized to incur the Adequate Protection Obligations and certain obligations related to the Cash Collateral and to undertake any and all related transactions on substantially the same terms as contemplated under the Cash Collateral Documents (collectively, the (“Cash Collateral Transactions”), including granting liens on its assets to secure such obligations.

RESOLVED, that the Authorized Signatories of each Managed Entity be, and they hereby are, authorized and directed, and each of them acting alone hereby is, authorized, directed, and empowered in the name of, and on behalf of, each Managed Entity, as a debtor and debtor in possession, to take such actions as in their discretion is determined to be necessary, desirable, or appropriate and execute the Cash Collateral Transactions, including delivery of: (a) the Cash Collateral Documents; (b) such other instruments, certificates, notices, assignments, and documents as may be reasonably requested by the agents; and (c) such forms of deposit, account control agreements, officer’s certificates, and compliance certificates as may be required by the Cash Collateral Documents.

RESOLVED, that each of the Authorized Signatories of each Managed Entity be, and hereby is, authorized, directed, and empowered in the name of, and on behalf of, each Managed Entity to take all such further actions, including, without limitation, to pay or approve the payment of all fees and expenses payable in connection with the Cash Collateral Transactions and all fees and expenses incurred by or on behalf of each Managed Entity in connection with the foregoing Resolutions, in accordance with the terms of the Cash Collateral Documents, which shall in their sole judgment be necessary, desirable, proper, or advisable to perform any of each Managed Entity’s obligations under or in connection with the Cash Collateral Order or any of the other Cash Collateral Documents and the transactions contemplated therein and to carry out fully the intent of the foregoing Resolutions.

Filing of the Chapter 11 Plan

WHEREAS, the Managed Entities, with the assistance of their advisors, have formulated a plan of reorganization under chapter 11 of the Bankruptcy Code (as amended or restated from time to time, the “Plan”) and a disclosure statement with all related exhibits thereto (as amended or restated from time to time, the “Disclosure Statement”);

WHEREAS, the Series I Investment Committee has reviewed the Plan and Disclosure Statement and have had the opportunity to consult with the financial and legal advisors of the Managed Entities concerning the Plan and Disclosure Statement;

WHEREAS, in the business judgment of the Series I Investment Committee, it is desirable and in the best interest of each Managed Entity, its creditors, and other stakeholders that the Managed Entities file the Plan and Disclosure Statement with the Bankruptcy Court, amend or restate the Plan and/or Disclosure Statement from time to time as may be necessary in the reasonable business judgment of the Authorized Signatories, and seek confirmation of the Plan;

NOW, THEREFORE, BE IT,

RESOLVED, that in the business judgment of the Series I Investment Committee, it is desirable and in the best interests of each Managed Entity, its creditors, and other stakeholders that the Authorized Signatories file or cause to be filed the Plan, the Disclosure Statement, and all other papers or documents (including any amendments) related thereto, and to take any and all actions that they deem necessary or appropriate to pursue confirmation and consummation of a plan of reorganization materially consistent with the Plan.

RESOLVED, that the Authorized Signatories acting alone or with one or more other Authorized Signatories be, and they hereby are, authorized, empowered, and directed, together with the financial and legal advisors of the Managed Entities, to file all other documents deemed necessary to confirm a plan of reorganization materially consistent with the Plan, including, but not limited to, any amendments to, and modifications of, the Plan and the Disclosure Statement.

RESOLVED, that the Authorized Signatories acting alone or with one or more other Authorized Signatories be, and they hereby are, authorized, empowered and directed to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver, and file any and all such instruments as each, in his or her discretion, may deem necessary or advisable in order to consummate the Plan if confirmed by the Bankruptcy Court.

Retention of Professionals

WHEREAS, the Series I Investment Committee has considered presentations by the financial and legal advisors of each Managed Entity regarding the retention of such financial and legal advisors by each Managed Entity.

NOW, THEREFORE, BE IT,

RESOLVED, that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ the law firm of Kirkland & Ellis LLP and Kirkland & Ellis International

LLP (together, “Kirkland”) as general bankruptcy counsel to represent and assist each Managed Entity in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each Managed Entity’s rights and obligations, including filing any motions, objections, replies, applications or pleadings; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Kirkland.

RESOLVED, that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ the law firm of Jackson Walker L.L.P. (“Jackson Walker”) as local bankruptcy counsel to represent and assist each Managed Entity in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each Managed Entity’s rights and obligations, including filing any motions, objections, replies, applications or pleadings; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Jackson Walker.

RESOLVED, that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ the firm Evercore Group L.L.C. (“Evercore”) as investment banker to, among other things, assist each Managed Entity in evaluating its business and prospects, developing a long-term business plan, developing financial data for evaluation by the Series I Investment Committee, creditors, or other third parties, as requested by each Managed Entity, evaluating each Managed Entity’s capital structure, responding to issues related to each Managed Entity’s financial liquidity, and in any sale, reorganization, business combination, or similar disposition of each Managed Entity’s assets; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Evercore.

RESOLVED, that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ the firm AlixPartners, LLP (“AlixPartners”), as restructuring advisor, and to take any and all actions to advance each of each Managed Entity’s rights and obligations; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of AlixPartners.

RESOLVED, that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ the firm of Prime Clerk LLC (“Prime Clerk”) as notice and claims agent to represent and assist each Managed Entity in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each Managed Entity’s rights and obligations; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of Prime Clerk.

RESOLVED, that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ any other professionals to assist each Managed Entity in carrying out its duties under the Bankruptcy Code; and in connection therewith, each of the Authorized

Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers and fees, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary.

RESOLVED, that each of the Authorized Signatories be, and they hereby are, with power of delegation, authorized, empowered and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals and to take and perform any and all further acts and deeds that each of the Authorized Signatories deem necessary, proper, or desirable in connection with each Managed Entity's Chapter 11 Case, with a view to the successful prosecution of such case.

General

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Signatories, each of the Authorized Signatories (and their designees and delegates) be, and they hereby are, individually authorized and empowered, in the name of and on behalf of each Managed Entity, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver and file any and all such agreements, certificates, instruments and other documents and to pay all expenses, including but not limited to filing fees, in each case as in such officer's judgment, shall be necessary, advisable, convenient or desirable in order to fully carry out the intent and accomplish the purposes of the Resolutions adopted herein.

RESOLVED, that the Manager, in its capacity as the manager of each Managed Entity and the Series I Investment Committee have received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing Resolutions, as may be required by the organizational documents of each Managed Entity, or hereby waive any right to have received such notice.

RESOLVED, that all acts, actions and transactions relating to the matters contemplated by the foregoing Resolutions done in the name of and on behalf of each Managed Entity, which acts would have been approved by the foregoing Resolutions except that such acts were taken before the adoption of these Resolutions, are hereby in all respects approved and ratified as the true acts and deeds of each Managed Entity with the same force and effect as if each such act, transaction, agreement or certificate has been specifically authorized in advance by the Resolutions of the Series I Investment Committee.

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Schedule I

Managed Entity	Jurisdiction
Sheridan Holding Company I, LLC	Delaware
Sheridan Investment Partners I, LLC	Delaware
Sheridan Production Partners I, LLC	Delaware
Sheridan Production Partners I-A, L.P.	Delaware
Sheridan Production Partners I-B, L.P.	Delaware
Sheridan Production Partners I-M, L.P.	Delaware
SPP I-B GP, LLC	Delaware